

COHERENT INC
Form 8-K
April 15, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **April 5, 2016**

COHERENT, INC.

(Exact Name Of Registrant As Specified In Its Charter)

Delaware
(State or other Jurisdiction
of Incorporation)

001-33962
(Commission
File No.)

94-1622541
(IRS Employer
Identification No.)

5100 Patrick Henry Drive, Santa Clara, CA 95054

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(Address of Principal Executive Offices, Including Zip Code)

(408) 764-4000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

As previously disclosed in the Current Report on Form 8-K filed on March 16, 2016, as amended on March 17, 2016, by Coherent, Inc. (the Company), on March 16, 2016, the Company, and its newly formed and wholly owned subsidiary, Rembrandt Merger Sub Corp., a Delaware corporation (Merger Sub), entered into a Merger Agreement (the Merger Agreement) with Rofin-Sinar Technologies Inc., a Delaware corporation (RSTI), providing for the merger of Merger Sub with and into RSTI (the Merger) with RSTI surviving the Merger as a wholly owned subsidiary of the Company, subject to the terms and conditions set forth in the Merger Agreement.

Also as previously disclosed in the Current Report on Form 8-K filed on March 16, 2016, as amended on March 17, 2016, the Company, on March 16, 2016 and in connection with the Merger Agreement, entered into a debt commitment letter (the Commitment Letter) dated as of March 16, 2016, with Barclays Bank PLC (Barclays), pursuant to which, among other things, Barclays committed to provide the Company with debt financing in connection with the Merger in an aggregate principal amount of up to \$850,000,000 (the Facilities).

On April 5, 2016, the Company amended the Commitment Letter to add Bank of America, N.A. (BofA) and Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPFS) as joint lead arrangers and joint bookrunning managers. As a result of such amendment, Barclays has committed to provide, severally and not jointly, sixty percent (60%), and BofA has committed to provide, severally and not jointly, forty percent (40%) of the aggregate principal amount of the Facilities. The obligations of Barclays, BofA and MLPFS under the Commitment Letter, as amended, are subject to certain conditions, including the consummation of the Merger in accordance with the terms and conditions of the Merger Agreement and other customary closing conditions.

Additional Information and Where to Find It

RSTI plans to file with the